

Application for Consent to Transfer Control
FCC Form 603
SECOND AMENDMENT
Exhibit 1
Page 12 of 19

Geographic Area	Assets ALLTEL Acquiring	Call Sign	Counties	Market Number	Market Name	Service	Channel Block	MHz
		WQBT319* (P from KNLG406)	Cooke, TX Palo Pinto, TX	BTA101	Dallas-Fort Worth, TX	PCS	D	10
		WQBT320 (P from KNLG407)	Cooke, TX Palo Pinto, TX	BTA101	Dallas-Fort Worth, TX	PCS	E	10
		WQBT329 (P from KNLG582)	Jack, TX Montague, TX	BTA473	Wichita Falls, TX	PCS	E	10
CMA045 (Oklahoma City, OK)	License, operating unit, subscribers	KNKA369	Canadian, OK Cleveland, OK McClain, OK Oklahoma, OK Pottawatomie, OK	CMA045	Oklahoma City, OK	Cellular	A	25
		WQBT331 (P from KNLG505)	Canadian, OK Cleveland, OK Lincoln, OK ² Logan, OK ³ McClain, OK Oklahoma, OK Pottawatomie, OK	BTA329	Oklahoma City, OK	PCS	E	10

² Lincoln, Oklahoma is grouped within CMA598 (Grant, Oklahoma), but because cellular and PCS licenses have different geographic areas, Lincoln also is technically part of BTA329 (Oklahoma City, Oklahoma). As noted herein, ALLTEL is acquiring cellular and PCS spectrum in both BTA329 and CMA598.

³ Logan, Oklahoma is grouped within CMA598 (Grant, Oklahoma), but because cellular and PCS licenses have different geographic areas, Logan also is technically part of BTA329 (Oklahoma City, Oklahoma). As noted herein, ALLTEL is acquiring cellular and PCS spectrum in both BTA329 and CMA598.

Application for Consent to Transfer Control
FCC Form 603
SECOND AMENDMENT
Exhibit 1
Page 13 of 19

Geographic Area	Assets ALLTEL Acquiring	Call Sign	County	Market Number	Market Name	Service	Channel Block	MHz
CMA598 (Grant, OK)	License, operating unit, subscribers	KNKN627	Grant, OK Kay, OK Lincoln, OK Logan, OK Noble, OK Pawnee, OK Payne, OK	CMA598	Oklahoma 3 – Grant	Cellular	A	25
		WQBT328 (P from KNLG422)	Grant, OK	BTA130	Enid, OK	PCS	E	10
		KNLG516	Kay, OK	BTA354	Ponca City, OK	PCS	E	10
		KNLG556	Noble, OK Payne, OK	BTA433	Stillwater, OK	PCS	E	10
		WQBT330 (P from KNLG565)	Pawnee, OK	BTA448	Tulsa, OK	PCS	E	10
CMA496 (Yalobusha, MS)	License, operating unit, subscribers	WQBT316* (P from WPOI257)	Clay, MS	BTA094 (from MTA028)	Columbus- Starkville, MS	PCS	B	10
		WQBT350 (P from KNLG628)	Grenada, MS Yalobusha, MS	BTA290	Memphis, TN	PCS	F	10
		WQBT314 (P from WPOI212)	Fulton, KY ⁴ Grenada, MS Yalobusha, MS	MTA028	Memphis- Jackson	PCS	B	20

⁴ Fulton, KY is within CMA443 (Fulton, Kentucky), but due to the differences between cellular and PCS licensed areas, Logan also is a part of MTA028 (Memphis-Jackson). As noted herein, ALLTEL is acquiring PCS spectrum in both CMA443 and MTA028.

Geographic Area	Assets, Affected Accounting	Call Sign	Counties	Market Number	Market Name	Service	Channel Block	MHz
		WQBT316* (P from WPOI257)	Calhoun, MS Chickasaw, MS Monroe, MS	BTA449 (from MTA028)	Tupelo-Corinth, MS	PCS	B	20
		WQBT341* (P from KNLF256)	Calhoun, MS Chickasaw, MS Monroe, MS	BTA449 (from MTA028)	Tupelo-Corinth, MS	PCS	B	5
		WQBT327 (P from WPUQ738)	Calhoun, MS Chickasaw, MS Monroe, MS	BTA449 (from MTA028)	Tupelo-Corinth, MS	PCS	B	5
CMA443 (Fulton, KY)	License, operating unit, subscribers	WQBT341* (P from KNLF256)	Fulton, KY	BTA120 (from MTA028)	Dyersburg-Union City, TN	PCS	B	10
		WQBT313 (P from WPOI215)	Ballard, KY Calloway, KY Carlisle, KY Graves, KY Hickman, KY McCracken, KY Marshall, KY	BTA339 (from MTA026)	Paducah-Murray- Mayfield, KY	PCS	A	20
		WQBT318 (P from KNLF251)	Ballard, KY Calloway, KY Carlisle, KY Graves, KY Hickman, KY McCracken, KY Marshall, KY	BTA339 (from MTA026)	Paducah-Murray- Mayfield, KY	PCS	A	10

SCHEDULE B

Geographic Area	Counties in Which ALLTEL is Acquiring Licenses	Spectrum ALLTEL is Acquiring From Cingular	Spectrum Previously Held By ALLTEL	Total MHz ALLTEL will Hold upon Consummation	CYRS Competitors in Market
BTA400 (San Angelo, TX)	Edwards, TX	5 MHz PCS E Block	None	5 MHz	Cingular; Verizon Wireless; Sprint; T-Mobile; Lewis and Clark Communications LLC; Nextel
BTA456 (Victoria, TX)	Calhoun, TX DeWitt, TX Goliad, TX Victoria, TX	10 MHz PCS E Block	None	10 MHz	Cingular; T-Mobile; Verizon Wireless; Cascade Wireless; Sprint; Nextel
	Jackson, TX Lavaca, TX	10 MHz PCS E Block	None	10 MHz	Dobson Cellular Systems, Inc.; Cingular; T-Mobile; Verizon Wireless; Cascade Wireless; Sprint; Nextel
BTA384 (Rome, GA)	Floyd, GA Polk, GA	5 MHz PCS C Block	None	5 MHz	Verizon Wireless; Cingular; T-Mobile; Sprint; Verizon Wireless; Corr Wireless Communications; Nextel
BTA102 (Dalton, GA)	Murray, GA Whitfield, GA	5 MHz PCS C Block	10 MHz PCS E Block	15 MHz	Verizon Wireless; Cingular; T-Mobile; Sprint; ALLTEL; Banana Communications; Nextel

¹ This list of competitors is based upon the licensees identified in ULS. The list does not take into account any of the licensees' pending assignment or transfer of control applications unless otherwise noted. The list also does not reflect other licenses that Cingular may be divesting to carriers other than ALLTEL pursuant to the *Cingular Merger Order*.

Application for Consent to Transfer Control
FCC Form 603
SECOND AMENDMENT
Exhibit 1
Page 16 of 19

Geographic Area	Countries Which ALLTEL is Acquiring Rights	Spectrum ALLTEL is Acquiring from Other Parties	Spectrum Previously Held by ALLTEL	Total MHz ALLTEL will hold and consume	CMRS Competitors in Market
BTA034 (Beaumont-Port Arthur, TX)	Jasper, TX Newton, TX Tyler, TX	15 MHz PCS B Block	None	15 MHz	Cingular; Verizon Wireless; T-Mobile; Sprint; Nextel
BTA121 (Eagle Pass-Del Rio, TX)	Dimmit, TX Kinney, TX Maverick, TX Val Verde, TX Zavala, TX	5 MHz PCS E Block	None	5 MHz	Cingular; Sprint; Verizon Wireless; Cricket Licensee (Reauction), Inc.; Lewis and Clark Communications LLC; T-Mobile; Nextel
BTA472 (Wichita, KS)	Butler, KS Sedgwick, KS	20 MHz PCS A Block	None	20 MHz	Verizon Wireless; ALLTEL; Cingular; Sprint; WGH Communications, Inc.; Cricket Licensee (Reauction), Inc.; T-Mobile; Poplar PCS-Wichita, LLC; Nextel
BTA099 (Corpus Christi, TX)	Aransas, TX Bee, TX Brooks, TX Duval, TX Jim Wells, TX Kenedy, TX Kleberg, TX Live Oak, TX Nueces, TX Refugio, TX San Patricio, TX	10 MHz PCS E Block	None	10 MHz	Cingular; Sprint; Verizon Wireless; Cascade Wireless; T-Mobile; NextWave; Nextel
CMA661 (Navarro, TX)	Navarro, TX Freestone, TX	10 MHz PCS D Block	None	10 MHz	Dobson Cellular Systems, Inc.; Cingular; ALLTEL; Verizon Wireless; Sprint; T-Mobile; Nextel

Application for Consent to Transfer Control
FCC Form 603
SECOND AMENDMENT
Exhibit 1
Page 17 of 19

Geographic Area	Counties in Which ALLTEL is Acquiring Licenses	Spectrum ALLTEL is Acquiring From Cingular	Spectrum Previously Held By ALLTEL	Total MHz ALLTEL Will Hold Upon Consummation	CMRS Competitors in Market ¹
	Leon, TX	10 MHz PCS B Block	None	10 MHz	Dobson Cellular Systems, Inc.; Cingular; ALLTEL; Verizon Wireless; Sprint; Cascade Wireless; T-Mobile; Nextel
CMA662 (Cherokee, TX)	Shelby, TX	10 MHz PCS F Block	None	10 MHz	Cingular; ALLTEL; Verizon Wireless; Sprint; T-Mobile; Nextel
	Angelina, TX Nacogdoches, TX San Augustine, TX	10 MHz PCS B Block	None	10 MHz	Cingular; ALLTEL; T-Mobile; Verizon Wireless; Sprint; Nextel
	Sabine, TX	10 MHz PCS B Block	None	10 MHz	Cingular; ALLTEL; T-Mobile; Verizon Wireless; Sprint; Von Donop Inlet PCS, LLC; Nextel
CMA292 (Sherman-Denison, TX)	Grayson, TX	25 MHz Cellular A Block; 10 MHz PCS E Block	None	35 MHz	Cingular; Verizon Wireless; T-Mobile; Sprint; Choice Wireless, LC; Nextel
CMA293 (Owensboro, KY)	Daviess, KY	20 MHz PCS A Block; 25 MHz PCS C Block	None	45 MHz	Cingular; Verizon Wireless; Bluegrass Wireless LLC; Sprint; Derby Divestiture Trust; T-Mobile; Cricket License (Reauction), Inc.; Nextel
CMA357 (Litchfield, CT)	Litchfield, CT	25 MHz Cellular A Block; 10 MHz PCS D Block; 10 MHz PCS E Block	None	45 MHz	Cingular; T-Mobile; Sprint; Verizon Wireless; Nextel
CMA657 (Jack, TX)	Cook, TX Palo Pinto, TX Jack, TX Montague, TX	25 MHz Cellular A Block; 10 MHz PCS D Block; 10 MHz PCS E Block	None	45 MHz	Cingular; Verizon Wireless; Sprint; T-Mobile; Choice Wireless, LC; Cascade Wireless; Nextel

Geographic Area	Countries in Which ALETEL is Acquiring Licenses	Spectrum ALETEL is Acquiring from Cingular	Spectrum Previously Held By ALETEL	Total MHz ALETEL Will Hold Upon Consummation	CMRS Competitors in Market
CMA045 (Oklahoma City, OK)	Canadian, OK Cleveland, OK McClain, OK Oklahoma, OK Pottawatomie, OK	25 MHz Cellular A Block; 10 MHz PCS E Block	None	35 MHz	Cingular; Compucell, Inc.; MSA Development Group, Inc; T-Mobile; Sprint; US Cellular; Nextel
CMA598 (Grant, OK)	Grant, OK	25 MHz Cellular A Block; 10 MHz PCS E Block	None	35 MHz	Cingular; T-Mobile; Sprint; Verizon Wireless; Salmon PCS Licensee LLC; US Cellular; Cascade Wireless; Nextel
	Lincoln, OK	25 MHz Cellular A Block; 10 MHz PCS E Block	None	35 MHz	Cingular; T-Mobile; Sprint; US Cellular; Nextel
	Kay, OK	25 MHz Cellular A Block; 10 MHz PCS E Block	None	35 MHz	Cingular; T-Mobile; Sprint; US Cellular; DCC PCS, Inc.; Nextel
	Noble, OK Payne, OK	25 MHz Cellular A Block; 10 MHz PCS E Block	None	35 MHz	Cingular; T-Mobile; Sprint; MBO Wireless, Inc.; US Cellular; Nextel
	Pawnee, OK	25 MHz Cellular A Block; 10 MHz PCS E Block	None	35 MHz	Cingular; Sprint; T-Mobile; Cricket Licensee (Reauction), Inc.; Western Wireless; NextWave; Nextel
	Logan, OK	25 MHz Cellular A Block; 10 MHz PCS E Block	None	35 MHz	Cingular; T-Mobile; Sprint; US Cellular; Nextel
CMA496 (Yalobusha, MS)	Clay, MS	10 MHz PCS B Block	None	10 MHz	RCC Minnesota, Inc.; Cingular; T-Mobile; Sprint; Cellular South Licenses, Inc.; Nextel

Application for Consent to Transfer Control
FCC Form 603
SECOND AMENDMENT
Exhibit 1
Page 19 of 19

Geographic Area	Countries in Which All ETCs Acquiring Licenses	Spectrum All ETCs Acquiring from Cingular	Spectrum Premiums Held by All ETCs	Total MHz All ETCs Will Hold Upon Consummation	CMRS Competitors in Market
	Grenada, MS Yalobusha, MS	20 MHz PCS B Block; 10 MHz F Block	None	30 MHz	RCC Minnesota, Inc.; Cingular; T-Mobile; Sprint; Cricket Licensee XVII, Inc.; Cellular South Licenses, Inc.; Verizon Wireless; Nextel
	Calhoun, MS Chickasaw, MS Monroe, MS	30 MHz PCS B Block	None	30 MHz	RCC Minnesota, Inc.; Cingular; T-Mobile; Sprint; Cellular South Licenses, Inc.; Nextel
CMA443 (Fulton, KY)	Fulton, KY	30 MHz PCS B Block	None	30 MHz	Cingular; Verizon Wireless; T-Mobile; NTCH, Inc.; Lewis and Clark Communications, Inc.; Sprint; Cellular South Licenses, Inc.; Nextel
	Ballard, KY Calloway, KY Carlisle, KY Graves, KY Hickman, KY McCracken, KY Marshall, KY	30 MHz PCS A Block	None	30 MHz	Cingular; Verizon Wireless; Sprint; T-Mobile; Northstar Technology, LLC; Nextel

FCC/MELLON

DEC 23 2004

WILKINSON) BARKER) KNAUER) LLP

2300 N STREET, NW
SUITE 700
WASHINGTON, DC 20037
TEL 202.783.4141
FAX 202.783.5851
www.wbklaw.com

STAMP AND RETURN

December 23, 2004

Federal Communications Commission
International Bureau -- Policy
P.O. Box 358115
Pittsburgh, PA 15251-5115

Re: *Application to Assign International Section 214 Authority Held by
Cingular Wireless LLC to ALLTEL Communications, Inc. – File No. ITC-
214-20011031-00547*

To the Commission:

Enclosed for filing are an original and five copies of the above referenced application seeking consent to assign international Section 214 authority from authorized U.S. international carrier Cingular Wireless LLC to ALLTEL Communications, Inc. pursuant to Section 63.24 of the Commission's rules. The application is printed in IBFS format, but the parties must file the application manually as the IBFS database does not accurately reflect the current holder of the above-referenced authorization.

The parties request streamlined processing pursuant to Section 63.12 of the Commission's rules. An FCC Remittance Advice Form (FCC Form 159), together a check for the applicable filing fee of \$895.00 (Fee Code CUT), accompany this filing.

Please contact the undersigned should you have any questions concerning this filing.

Respectfully submitted,



Robert G. Morse

STAMP AND RETURN

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE

Approved by OMB

3060-0589

Page 1 of 1

(1) LOCKBOX # 358115			
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Wilkinson Barker Knauer, LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 2300 N Street, NW			
(5) STREET ADDRESS LINE NO. 2 Suite 700			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20037
(9) DAYTIME TELEPHONE NUMBER (include area code) (202) 783-4141		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003775731			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME ALLTEL Communications, Inc.			
(14) STREET ADDRESS LINE NO. 1 One Allied Drive. B2F02-A			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Little Rock		(17) STATE AR	(18) ZIP CODE 72202 2177
(19) DAYTIME TELEPHONE NUMBER (include area code) (501) 905-8555		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0001720101			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00		
(28A) FCC CODE 1		(29A) FCC CODE 2 ITC - 214-20011031-00547	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE _____ DATE _____			
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____ EXPIRATION DATE _____			
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described. SIGNATURE _____ DATE _____			

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

Approved by OMB
3060-0686

INTERNATIONAL SECTION 214 AUTHORIZATIONS FOR ASSIGNMENT OR TRANSFER OF CONTROL FCC 214 MAIN FORM FOR OFFICIAL USE ONLY	FCC Use Only
---	--------------

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

Cingular-ALLTEL Assignment Application

1. Legal Name of Applicant			
Name:	ALLTEL Communications, Inc.	Phone Number:	501-905-8555
DBA Name:		Fax Number:	501-905-6193
Street:	One Allied Drive, B2F02-A	E-Mail:	
City:	Little Rock	State:	AR
Country:	USA	Zipcode:	72202 -2177
Attention:			

2. Name of Contact Representative (If other than applicant)

Name:	Glenn S. Rabin	Phone Number:	202-783-3976
Company:	ALLTEL Corporation	Fax Number:	202-783-3982
Street:	601 Pennsylvania Ave. Suite 720	E-Mail:	glenn.s.rabin@alltel.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20004-
Contact Title:	Vice President -- Federal Communications	Relationship:	Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

☒ a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☐ b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

☐ c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

☐ d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you select c or d.

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.

File Number: IT	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:
C214200110310 0547							

5. Name of Section 214 Authorization Holder

Name:	Cingular Wireless LLC	Phone Number:	404-236-5543
DBA Name:		Fax Number:	404-236-5575
Street:	5565 Glenridge Connector Suite 1700	E-Mail:	
City:	Atlanta	State:	GA
Country:	USA	Zipcode:	30342
Attention:			

6. Name of Assignor / Transferor

Name:	Cingular Wireless LLC	Phone Number:	404-236-5543
Company:		Fax Number:	404-236-5575
Street:	5565 Glenridge Connector Suite 1700	E-Mail:	
City:	Atlanta	State:	GA
Country:	USA	Zipcode:	30342
Contact Title:	David Richards	Relationship:	Legal Counsel

7. Name of Assignee / Transferee

Name:	ALLTEL Communications, Inc.	Phone Number:	501-905-8555
DBA Name:		Fax Number:	501-905-6193
Street:	One Allied Drive, B2F02-A	E-Mail:	
City:	Little Rock	State:	AR
Country:	USA	Zipcode:	72202-2177
Attention:	Glenn S. Rabin		

8a. Is a fee submitted with this application?

- ☒ If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
- ☐ Governmental Entity ☐ Noncommercial educational licensee ☐ Notification of Pro Forma (No fee required.)
- ☐ Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT - Section 214 Authority

9. Description (Summarize the nature of the application.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Assignment of International Section 214 Authority from Cingular Wireless LLC to ALLTEL Communications, Inc. insofar as such assignment is required in conjunction with the sale of wireless licenses and assets resulting from the divestiture requirements of the Commission's

10. In Attachment 1, please respond to paragraph (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules?

☐ No ☒ Yes

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

☐ Yes ☒ No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

Applicant certifies that its responses to questions 21 through 25 are true:

<p>21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>
<p>22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).)</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>
<p>23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party.</p>	<p><input checked="" type="radio"/> No <input type="radio"/> Yes</p>
<p>24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>
<p>25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT
(U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION
(U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

CERTIFICATION

26. Printed Name of Assigner / Transferor Carol L. Tacker	29. Printed Name of Assignee / Transferee Glenn S. Rabin
27. Title (Office Held by Person Signing) VP-Asst. Gen. Counsel & Corporate Secretary	30. Title (Office Held by Person Signing) Vice President-Federal Communications Counsel
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) /s/ Carol L. Tacker	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) /s/ Glenn S. Rabin

ECC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PER, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to jboley@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember - You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT
(U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION
(U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

CERTIFICATION

26. Printed Name of Assignor / Transferor Carol L. Tacker	29. Printed Name of Assignee / Transferee Glenn S. Rabin <i>Glenn S. Rabin /SK</i>
27. Title (Office Held by Person Signing) VP-Asst. Gen. Counsel & Corporate Secretary	30. Title (Office Held by Person Signing) Vice President-Federal Communications Counsel
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) /s/ Carol L. Tacker	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) /s/ Glenn S. Rabin

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PER, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to jboley@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember -- You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

43. Description. (Summarize the nature of the application and the services to be provided).

Assignment of International Section 214 Authority from Cingular Wireless LLC to ALLTEL Communications, Inc. insofar as such assignment is required in conjunction with the sale of wireless licenses and assets resulting from the divestiture requirements of the Commission's Order approving the merger of Cingular and AT&T Wireless Services, Inc. See File No. ITC-214-20011031-00547. Cingular Wireless LLC will retain its international Section 214 authorization at issue after consummation.

ATTACHMENT 1

Application for Assignment of International Section 214 Authority from Cingular Wireless LLC to ALLTEL Communications, Inc.

Answer to Question 10

Assignor Contact Information

David Richards
Cingular Wireless LLC
5565 Glenridge Connector Suite 1700
Atlanta, GA 30342
(404) 236-5543

Assignee Contact Information

Glenn S. Rabin
ALLTEL Communications, Inc.
601 Pennsylvania Ave. Suite 720
Washington, DC 20004
(202) 783-3976

Prior International Section 214 Authorizations

Assignor Cingular Wireless LLC and its numerous wireless subsidiaries hold a number of international Section 214 authorizations for global resale and facilities-based service. The authorization relevant for purposes of the instant application is File No. ITC-214-20011031-00547.

Assignee ALLTEL Communications, Inc. holds global resale authority pursuant to Section 63.18(e)(2) of the Commission's rules. File Nos. ITC-214-19960404-00138, ITC-T/C-19980610-00400.

Answer to Question 11

Pursuant to Section 63.18(h) of the Commission's rules, following is the relevant ownership information listing the entities holding a 10 percent and greater interest in Assignee ALLTEL Communications, Inc.

Direct Ownership

Name: ALLTEL Corporation ("ALLTEL")
Address: One Allied Dr.
Bldg. IV, F5S
Little Rock, AR 72202
Citizenship: Delaware (U.S.)
Principal Business: Telecommunications and information services
Percentage Held: 100% interest in ALLTEL Communications, Inc.

Indirect Ownership

ALLTEL is a publicly-traded corporation and no single shareholder holds 10% or more of ALLTEL's shares.

ALLTEL Communications, Inc. has no interlocking directorates with a foreign carrier.

Answer to Question 13

Description of Transaction

The instant application is submitted in conjunction with a separate Form 603 application filed by ALLTEL Corporation ("ALLTEL") and Cingular Wireless LLC ("Cingular") (collectively, the "Parties") requesting Commission consent to transfer control of ALLTEL Newco LLC ("Newco"), which will be the holder of certain wireless licenses in Connecticut, Georgia, Kansas, Kentucky, Mississippi, Oklahoma, and Texas and related system assets, from Cingular to ALLTEL. This transfer of control fulfills in part the government-ordered divestiture of certain commercial mobile radio service ("CMRS") properties as a condition of the approval of Cingular Wireless Corporation's merger with AT&T Wireless Services, Inc. ("AT&T Wireless"). The Commission determined that such divestiture "will serve the public interest by making spectrum available to strengthen an incumbent competitor or to allow new entry in these markets."¹

The instant assignment application is limited in scope to those wireless properties in which the assets ALLTEL is purchasing includes subscriber contracts/accounts, which are the Oklahoma City and Grant, Oklahoma; Sherman-Denison and Jack, Texas; Owensboro and Fulton, Kentucky; Litchfield, Connecticut; and Yalobusha, Mississippi markets (the "Properties").² Consistent with International Bureau practice, the Parties seek Commission approval to assign global resale international Section 214 authority for the affected areas and subscribers from Cingular to ALLTEL Communications, Inc. ("ACI"), a wholly-owned

¹ See *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corporation et al.*, Memorandum Opinion and Order, FCC 04-255, ¶ 199 (rel. Oct. 26, 2004) ("*Cingular Merger Order*").

² Additional information concerning the affected geographic areas is detailed in the pending Form 603 application, which should appear in ULS shortly and in any event is included as an attachment hereto.

subsidiary of ALLTEL and the entity that will ultimately hold the Properties that are subject to the transaction.

Public Interest Statement

As described below, the instant application is subject to the FCC's streamlined application processing procedures, and the Commission established long ago that anticompetitive concerns are unlikely to arise when a carrier has no foreign carrier affiliates.³ ALLTEL, through ACI, holds only a small share of the international services market as a pure reseller, and will acquire a limited number of customers as a result of the transaction. Thus, the transaction will have no discernible impact on the intensely competitive international telecommunications marketplace. Moreover, the assignment proposed herein will not result in any violation of the Act, the rules or any other applicable statutory provision. In addition, ALLTEL, through ACI, plans to continue providing international service to the affected customers on a resale basis.⁴

The assignment is related to the transfer of wireless assets to partially satisfy a condition of the *Cingular Merger Order* that the Commission imposed to protect the public interest. The Properties that ALLTEL is acquiring from Cingular do not overlap with ALLTEL's current wireless holdings. Therefore, the acquired Properties will complement ALLTEL's existing network. Acquisition of the Properties will allow ALLTEL to expand the footprint of its existing facilities-based network, and to become a new facilities-based wireless competitor in these markets and a stronger competitor in regional wireless markets. ALLTEL's ability to vigorously compete benefits consumers by promoting lower prices and the development of innovative new services. ALLTEL will utilize the Properties post-transaction to provide comprehensive telecommunications service packages to existing and new consumers that expect integrated bundles of services to meet their communications needs. The transaction will permit ALLTEL to take advantage of a number of operational efficiencies, thereby reducing marginal costs and generating savings for telecommunications customers.

Furthermore, grant of this assignment will allow ALLTEL to advance its long-standing commitment to, and expertise in, providing high quality, technologically advanced services to business customers living in rural and suburban areas. Upon consummation of the proposed transaction, ALLTEL will possess more resources and increased access to capital to ensure that advanced services and new offerings are delivered to all consumers, particularly those rural customers that might otherwise not rapidly receive such services.

³ See *Regulation of International Common Carrier Services*, 7 F.C.C.R. 7331, ¶ 10 (1992). In addition, the Commission has determined that transfer and assignment applications that demonstrate on their face that a transaction will yield affirmative public interest benefits and will neither violate the Communications Act of 1934, as amended (the "Act") or Commission's rules nor frustrate or undermine policies and enforcement of the Act, do not require extensive review and expenditures of considerable resources by the Commission particularly if no adverse competitive impact will result. See *Applications of Tele-Communications, Inc. and AT&T Corp.*, 14 F.C.C.R. 3160, 3170 (1999); *Ameritech-SBC Order*, 14 F.C.C.R. 14712, 14740-41 (1999).

⁴ Following consummation of the proposed transaction, ALLTEL Communications, Inc. will notify Cingular's former customers that the ownership of their carrier has changed.

ALLTEL's acquisition of the Properties also will serve the public interest by allowing Cingular to quickly divest wireless interests as directed by the U.S. government.⁵ Therefore, grant of this application will serve the public interest by allowing ALLTEL to become a stronger competitor in the wireless markets at issue.

Treatment of Assignor's Authorization

Pursuant to this application, Cingular seeks authority to assign only a portion of its U.S. international customer base, and will continue to provide service to customers in the affected markets. Assignor therefore requests authority to continue to operate under the international Section 214 authorization subject to the instant application -- File No. ITC-214-20011031-00547.

Answer to Question 20

ALLTEL Communications, Inc. has no foreign carrier or dominant carrier affiliations. Therefore, this application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules.⁶ The Parties will not consummate the transaction until after the Commission approves the related Form 603 application seeking consent to transfer control of Newco from Cingular to ALLTEL.

⁵ See *Cingular Merger Order*, ¶¶ 191-200.

⁶ See 47 C.F.R. §§ 63.12(a), (c), (d).